

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

W.R. GRACE & CO., *et al.*,

Debtors.

Chapter 11

Case No. 01-01139 (JKF)
Jointly Administered

Related Docket Nos. 22055, 22059

**ALLEN SCHWARTZ'S DECLARATION IN SUPPORT OF ARROWOOD'S
BRIEF IN OPPOSITION TO PLAN PROONENTS' MOTION TO STRIKE THE
EXPERT REPORT AND TESTIMONY OF GEORGE L. PRIEST**

I, ALLEN SCHWARTZ, affirm that to the best of my knowledge the following is true under penalty of perjury:

1. I am an associate with the law firm of O'Melveny & Myers LLP, attorneys for Arrowood Indemnity Company f/k/a Royal Indemnity Company ("Arrowood") and I submit this declaration in support of Arrowood's Brief in Opposition to Plan Proponents' Motion to Strike the Expert Report and Testimony of George L. Priest.

2. Attached as Exhibit A is a true and correct copy of excerpts from the deposition of Peter Van N. Lockwood taken and transcribed on May 1, 2009 and May 4, 2009.

3. Attached as Exhibit B is a true and correct copy of excerpts from the deposition of George L. Priest take and transcribed on May 7, 2009.

4. Attached as Exhibit C is a true and correct copy of excerpts from the deposition of Richard Finke taken and transcribed on May 13, 2009.

Dated: New York, New York
June 12, 2009

/s/ Allen Schwartz

Allen Schwartz
O'MELVENY & MYERS LLP
7 Times Square
New York, New York
(212) 326-2267